



THOMAS D. MARION
TREASURER

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

July 28, 1999

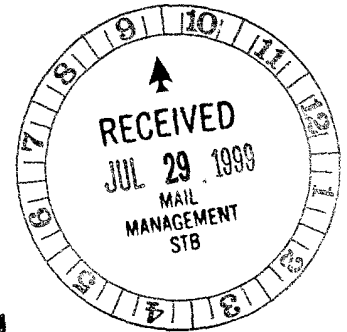
VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO. 22185-A FILED

AUG 4 '99

11-15AM



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of July 8, 1999.

This document is a secondary document, supplementing the Manufacturing Agreement dated as of May 17, 1999, recorded on June 3, 1999, recordation number 22185.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

National Steel Car Limited (Manufacturer)
602 Kenilworth Avenue North
Hamilton, Ontario
Canada, L8N 3J4

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit drawbar connected double stack well cars with 53' wells.	FCA	167	DTTX	620000-620166

Mr. Vernon A. Williams
Page Two
July 28, 1999

Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 167 three-unit drawbar connected COFC double stack well cars with 53 foot wells; DTTX, numbered 620000-620166."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas D. Manon". The signature is fluid and cursive, with the first name "Thomas" and last name "Manon" clearly distinguishable.

TDM:mkh
Enclosures
k:\trstdm\letters\filings\willnsc799.doc

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of July 8, 1999, between NATIONAL STEEL CAR LIMITED (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 17, 1999, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on June 3, 1999 at 11:30 AM, recordation number 22185, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annexes A and E hereto in respect of such units of railroad equipment, is hereby incorporated into Annexes A and E, respectively, to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.


IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

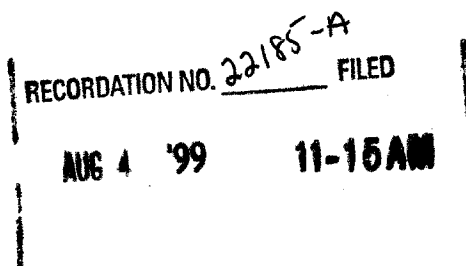
NATIONAL STEEL CAR LIMITED

By: 
Vice President

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

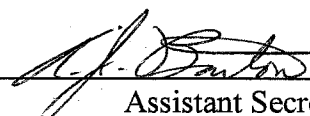


TTX COMPANY

By: 
Treasurer

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

STATE OF HAMILTON)
) SS:
PROVINCE OF ONTARIO)

On this 23 day of July, 1999, before me personally appeared Al Wilson
to me personally known, who, being by me duly sworn, says
that he is a Vice President of National Steel Car Limited; that one of the seals
affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument
was signed and sealed on behalf of said corporation by authority of its Board of Directors and
they acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

C. Wollaston
Notary Public

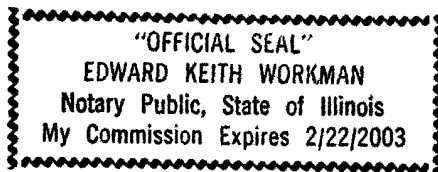
(NOTARIAL SEAL)

My Commission Expires:

COLOMBA ANNE WOLLASTON, Notary Public,
Regional Municipality of Hamilton-Wentworth,
limited to the execution of instruments and
the taking of affidavits for National Steel
Car Limited. Expires April 15, 2001.

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 28th day of July, 1999, before me personally appeared Thomas D. Marion,
to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX
Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said
corporation; that said instrument was signed and sealed on behalf of said corporation by
authority of its Board of Directors and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)
My Commission expires:

Edward Keith Workman
Notary Public

ANNEX A
NATIONAL STEEL CAR LIMITED
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:


<u>Type*</u>	<u>Qty</u>	Company Car Numbers <u>(Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	167	620000-620166			July - Oct., 1999	T-9098-N

ITEM 2: January 31, 2000

ITEM 3: To be determined

ITEM 4: 602 Kenilworth Avenue North
Hamilton, Ontario
Canada L8N 3J4

- * Three-unit drawbar connected COFC double-stack wells cars with 53' wells. TTX Specification "General Requirements for Freight Cars" No. 68-43-011586, revised August 8, 1997, and TTX Supplemental Specification for Single-unit or Drawbar-connected multi-unit double stack well car with 53 ft. wells and 70 ton trucks No. 68-91-980622, issued June 22, 1998. National Steel Car Specification P-211 issued July 17, 1998. Revision "A", revised September 11, 1998.

 revised August 28, 1998

ANNEX E

MANUFACTURER PATENTS RELEVANT TO EQUIPMENT DELIVERED PURSUANT TO TTX COMPANY CONTRACT NO. T-9098-N

All patent rights owned by the Manufacturer, which may cover the whole, or any portion of the Equipment to be delivered under this contract, are identified as follows:

U.S.

<u>Patent No.</u>	<u>Title</u>
5,842,821	Container support pedestal
5,832,839	Curved flange sidewall construction for railcar end structure
5,749,686	Pivotable sidewall mounted container stop for railcar well
5,743,191	Platform step and foothold arrangement for railcar end structure
5,730,063	High capacity container rail car for varying arrangements intermodal containers
5,520,489	Retractable guide assembly for changing the effective width of a railroad freight car container well
5,465,670	Railroad freight car having an improved structural support
4,802,420	centerbeam railroad car
4,784,548	Double-stacked freight car

CANADIAN

<u>Patent No.</u>	<u>Title</u>
2202835	Retractable container stop and guide assembly for railroad freight cars
2175446	Curved flange sidewall construction for railcar end structure
2175445	Pivotable sidewall mounted container stop for railcar well
2175441	Platform, step and foothold arrangement for railcar end structure
2175440	High capacity container railcar for varying arrangements of intermodal containers
1261203	Double-stacked freight car

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IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

NATIONAL STEEL CAR LIMITED

By: 
Vice President

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

TTX COMPANY

By: 
Treasurer

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

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) SS:
PROVINCE OF ONTARIO)

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C. Wollaston
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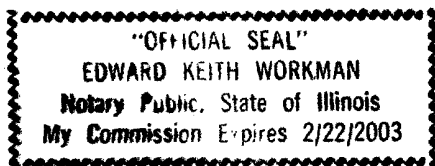
(NOTARIAL SEAL)

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Regional Municipality of Hamilton-Wentworth,
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